

**SPECIAL  
RESOLUTION**

**Condominium Corporation No. 0614475  
(Gateway South Centre)**

**WHEREAS** Condominium Corporation No. 0614475 (the "Condominium Corporation"), also known as Gateway South Centre (the condominium property shall be referred to herein as the "Condominium"), is a Condominium Corporation duly registered pursuant to the Condominium Property Act of Alberta R.S.A. 2000, chapter C-22;

**AND WHEREAS** the Condominium Property Act and the Bylaws of the Condominium, Bylaw 49), require a Special Resolution of the owners to enter into a loan agreement with a third party for any amounts over those authorized by the bylaws;

**AND WHEREAS** the Condominium was developed with its HVAC system being a geothermal exchange system;

**AND WHEREAS** the developer entered into a lease on behalf of the Condominium Corporation leasing the geothermal exchange system to the developer who, in turn, assigned that lease to GC Capital Inc. (the "Lease");

**AND WHEREAS** the geothermal exchange system has not performed as expected and has incurred significant cost of repair;

**AND WHEREAS** the Condominium Corporation has commenced legal action against the developer and GC Capital Inc. for the cost of the repairs to the geothermal exchange system;

**AND WHEREAS** the Condominium Corporation has entered into a tentative settlement agreement in respect of the legal action, the terms of which include paying out GC Capital Inc. a reduced buyout of the Lease by the Condominium Corporation in the approximate amount of \$3,350,000 (the "Lease Buyout") and a settlement in favour of the Condominium Corporation in the total aggregate amount of \$1,125,000.00;

**AND WHEREAS** the Condominium Corporation does not have the operating or reserve funds to support or pay for the full Lease Buyout amount;

**AND WHEREAS** the Board of Directors of the Condominium Corporation (the "Board") has determined that it is in the best interests of the Condominium Corporation to obtain a loan to finance all or some of the Lease Buyout amount; support the reserve fund, and cover all associated costs, fees and expenses in connection thereto;

**AND WHEREAS** the owners of the Condominium have been advised that the Board is in discussions to enter into a loan agreement on behalf of the Condominium Corporation, as borrower, and The Toronto-Dominion Bank ("TD"), as lender, pursuant to the terms of which, TD has agreed to loan the Condominium Corporation a non-revolving term facility in the principal sum of \$3,500,000 (the "Loan") for the purpose of financing the Lease Buyout amount

on and pursuant to the terms stated therein. A copy of such loan agreement is attached hereto as Schedule "A" (the "Commitment Letter");

**AND WHEREAS** the Owners of the Condominium have further been advised by the Board that there will be yearly costs associated with the Loan, the amount of which shall be determined in the final settled form of Commitment Letter, the final settlement terms with the developer and GC Capital Inc., in each case as agreed to by the Condominium Corporation pursuant to the recommendations of the Board.

**AND WHEREAS** the owners of the Condominium have further been advised by the Board that the Condominium Corporation may be required to issue a further special assessment to the owners in the future to retire the Loan;

**AND WHEREAS** the Board is seeking the approval and consent of the owners of the Condominium for the Condominium Corporation to enter into the Commitment Letter with TD and to execute all necessary documentation to give effect to Commitment Letter;

**NOW THEREFORE BE IT RESOLVED THAT:**

1. the Condominium Corporation's execution and delivery of the Financing Documents (as defined below) and any further agreements with other service providers as necessary for the repair, replacement and administration of the geothermal exchange system (collectively, the "Documents"), in the forms finally approved by the Board, is hereby authorized, approved, ratified and confirmed;
2. the Condominium Corporation is hereby directed to perform and satisfy its obligations under the Documents; and
3. any Board member or officer of the Condominium Corporation is hereby authorized and directed for and on behalf of the Condominium Corporation to execute and deliver, under its corporate seal or otherwise, the following documents (collectively, the "Financing Documents"):
  - (a) the Commitment Letter;
  - (b) A general security agreement;
  - (c) A general assignment of lien rights;
  - (d) An assignment of insurance; and
  - (e) All other documents, agreements, certificates, instruments, acknowledgements and opinions as TD and/or the Board may require.
4. The execution of the Documents by the foregoing authorized Board member or officer of the Condominium Corporation shall be conclusive proof of their agreement to any amendments, alterations or additions incorporated therein, and that such Documents are the documents authorized by these Special Resolutions.

- 5. Any Board member or officer of the Condominium Corporation is hereby authorized to execute and deliver for and on behalf of the Condominium Corporation all such other documents and writings and to do such other acts and things as may be necessary or desirable for fulfilling the Condominium Corporation's obligations under the Documents.

DATED this        day of \_\_\_\_\_, 2015.

This Special Resolution may be executed in any counterparts with the same effect as if the owners all signed the same document and all of the executed counterparts shall be construed together and shall constitute one instrument.

\_\_\_\_\_  
Signature of Unit Owner

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
Unit Address

NOTE: Ensure that only the legal Unit Owners sign this document. If there is more than one Owner on the Title for the property ensure that all Owners sign this document.